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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

MADOFF SECURITIES

PERTAINS TO THE FOLLOWING CASES:

IRVING H. PICARD,

Plaintiff,

v.

MISTRAL (SPC),

Defendant.

IRVING H. PICARD,

Plaintiff,

v.

ZEPHYROS LIMITED,

Defendant.

Adv. Pro. No. 08-1789 (BRL)

12 MC 115 (JSR)

SIPA Liquidation

(Substantively Consolidated)

ORAL ARGUMENT REQUESTED

12 Civ. 3532 (JSR)

12 Civ. 3533 (JSR)

MISTRAL (SPC) AND ZEPHYROS LIMITED'S JOINDER IN THE CONSOLIDATED BRIEF OF *STERN* WITHDRAWAL DEFENDANTS RESPONDING TO ISSUES RAISED BY ORDER OF THE COURT ENTERED ON APRIL 13, 2012

Mistral (SPC) and Zephyros Limited (the "Joining Defendants") hereby join, adopt and incorporate by reference the Consolidated Brief on Behalf of *Stern* Withdrawal Defendants Responding to Issues Raised by Order of the Court Entered on April 13, 2012 (the "Consolidated Brief").¹ [Case No. 12 MC 115 (JSR), ECF No. 78.] In support, the Joining Defendants state as follows:

BACKGROUND

On March 5, this Court entered an order requiring all defendants to file all motions to withdraw the reference on or before April 2, 2012. [Adv. Pro. No. 08-1789 (BRL) (Bankr. S.D.N.Y.), ECF No. 4707.] Subsequently, on April 13, 2012, this Court entered an order requiring consolidated briefing on certain issues and identified those defendants that had moved to withdraw the reference before the April 2, 2012 deadline and to whom the consolidated briefing would apply (the "Consolidated Briefing Order"). [Case No. 12 MC 115 (JSR), ECF No. 4.]

On April 5, 2012, after the deadline by which this Court required defendants to move to withdraw the reference, the Trustee filed claims against the Joining Defendants that (i) are substantially similar to other claims the Trustee has brought against subsequent transferees and (ii) raise issues substantially identical to those that are the subject of the Consolidated Briefing Order. On April 26, 2012, the Joining Defendants moved to withdraw the reference to this Court.

¹ By making this joinder Mistral (SPC) and Zephyros Limited do not waive, and expressly reserve, all rights, remedies and defenses, including, without limitation, all defenses based on lack of personal jurisdiction.

JOINDER IN ARGUMENT

Because the Joining Defendants were sued after the Court's April 2 deadline had passed, the Joining Defendants were not included in the Consolidated Briefing Order and had no opportunity to participate in the Court-ordered consolidated briefing. Accordingly, the Joining Defendants respectfully request that this Court withdraw the reference to the bankruptcy court in the proceedings against the Joining Defendants to address the issues raised in the Consolidated Brief, for the reasons stated in the Joining Defendants' motions to withdraw the reference. Further, for the reasons stated in the Consolidated Brief and adopted and incorporated by reference herein, the Joining Defendants request that the Court withdraw the reference of the actions in their entirety, and grant such further relief as is just and equitable.

Dated: New York, New York
May 10, 2012

Respectfully submitted:

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